RECORDATION NO. 26512 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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**SURFACE TRANSPORTATION BOARD** 

of counsel urban A. Lester

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August 16, 2006

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement dated as of August 15, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:

Bank of America, N.A. One Financial Plaza

Providence, RI 02903

Lessee:

Westar Energy, Inc. 818 S. Kansas Avenue Topeka KS 66612 Mr. Vernon A. Williams August 16, 2006 Page 2

A description of the railroad equipment covered by the enclosed document is:

55 AutoFlood railcars: KPLX 6001 - KPLX 6055.

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem Enclosures

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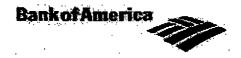
SURFACE TRANSPORTATION BOARD



One Financial Plaza Providence, Rhode Island 02903-2305

And civan Pe	At:
And given iv	Stortdation 170.
	· ·
MEMORANDUM OF MASTER EQUIPMENT by and between Bank of America, N.A., a federally charten Energy, Inc., a Kansas corporation ("Lessee"), as such agree thereof (together, the "Lease").	LEASE AGREEMENT dated as of August 15, 2006 ed national banking association ("Lessor") and Westar ement relates to Lease Schedule No. 16426-11500-003
WITNES	SETH:
1. Pursuant to the Lease, Lessor has agreed from the Lessor, Fifty-Five (55) Railcars bearing the Report forth on the Schedule A attached hereto.	to lease to Leasee, and the Lessee has agreed to lease ting Marks/Running Numbers and Serial Numbers set
2. The Lease shall be effective as of the date as defined in the Lease.	set forth below and shall be subject to the Lease Term,
IN WITNESS WHEREOF, the Lessor and the Lessor Lease Agreement to be signed and sealed by their respectibelow.	ee have caused this Memorandum of Master Equipment we duly authorized signatories as of the date set forth
Dated as of: <u>August 15, 2006</u>	
Lessor: BANK OF AMERICA, N.A.	Lessee: WESTAR ENERGY, INC.
By: Jalakal	By J. Ju
Name: Ca a Ca bral	Name: <u>Связа Связанию</u>
Title: ASSISTENT VICE President	Title: TREASURER
	·

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD



## SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with:

Westar Energy, Inc.

Qty	Model	Description	VIN/Sexial #
		Equipment is currently located at: Jeffrey Energy Center, 25905 Jeffrey Rd, St. Marys, KS 66536	
		Vendor: FreightCar America, Inc.	
	55 .	Aluminum AntoFlood III Cars	KPLX6001
		•	KPLX6002
			KPLX6003
		•	KPLX6004
		•	<b>KPLX6005</b>
			KPLX6006
			KPLX6007
			KPLX6008
		•	KPLX6009
	•		KPLX6010
			KPLX6011
	• • • • • • •		KPLX6012
	•	•	KPLX6013
•			KPLX6014
		•	KPLX6015
			KPLX6016
•			KPLX6017
	•		KPLX6018
			KPLX6019
		,	KPLX6020
			KPLX6021
,		•	KPLX6022
			KPLX6023
		•	KPLX6024
			KPLX6025
			KPLX6026
	•		KPLX6027
	•		KPLX6028
			KPLX6029
	•	•	KPLX6030
	•		KPLX6031
			KPLX6032
			KPLX6033
			KPLX6034
			KPLX6035
			KPLX6036
			KPLX6037
			KPLX6038



## SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with:

Westar Energy, Inc.

•
•
•
•
•

with all standard and accessory equipment

BANK OF AMERICA, N.A.

Name: Col a Cabra

Title: 18818-10 NT VICATOS IOUN

WESTAR ENERGY, INC.

Nome Grove A. Green

Title: The Town of the Title

**COUNTY OF:** before me, personally appeared ( personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument. WITNESS my hand and official seal. (Notary Seal) 03/25

SS.

STATE OF: KANSAS	
COUNTY OF: SHANNEE	SS
On August 16,2006 before me, Leil	M. Schuh (Notary Name and Title)
personally appeared Goes A. Goesward	personally known to me (or
proved to me on the basis of satisfactory evidence) to be the	he person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me	that he/she/they executed the same
in his/her/their-authorized capacity (ies), and that by his/her/t	heir signature(s)-on the instrumen
the person(s), or the entity upon behalf of which the person(s)	acted, executed the instrument.

NOTARY PUBLIC - State of Kansas

LEILA M. SCHUH

WAGGE ED. N-13-2008

(Notary Seal)

WITNESS my hand and official seal.

Signature

## **CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the
District of Columbia, do hereby certify under penalty of perjury that I have compared the
attached copy with the original thereof and have found the copy to be complete and
identical in all respects to the original document.

Dated: 8/10/06

Robert W. Alvord